

CONSTITUTION AND BYLAWS "MUST HAVES"
(Updated with "Helpful Notes" and Recommendations for "Nice-to-Haves")

During this initial phase of implementation, the following 5 "Must Haves" have been identified as required policies for Society/Council Constitution and Bylaws. These policies need to be incorporated into S/C governance documents within 18 months (December 2007) in order to ensure S/Cs operate in compliance with IEEE policies. Suggested wording from IEEE Constitution and Bylaws and IEEE Policies Manual has been provided. This file has been updated recently to provide some clarification information as well as some recommendations for "Nice-to-Haves".

1. Quorum. A majority of the voting members of the [governing body] or any committee thereof shall constitute a quorum. *(Ref: IEEE Bylaw I-300.5)*
(Helpful Note: If the Governing Body or any of its committees has 20 voting members, a minimum of 11 voting members (which is a majority) would constitute a quorum.)
2. Action of the [governing body] and committees thereof. *(Ref: IEEE Bylaw I-300.4)*
 - a) The vote of a majority of the votes of the members present and entitled to vote, at the time of vote, provided a quorum is present, shall be the act of the [governing body] or any committee thereof. *(Helpful Note: If the quorum of the Governing Body or any or its committees is 11 members and all are present and entitled to vote, at the time of vote, a minimum of 6 affirmative votes of those members will be required to pass the motion).*
 - b) The [governing body] or any committee thereof may meet and act upon the vote of its members by any means of telecommunication. The normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all persons participating in the meeting to hear each other at the same time.
(Helpful Note: In person meeting quorum and voting rules apply when meeting is held by any means of telecommunication)
 - c) The [governing body] or any committee thereof may take action without a meeting if applicable (e.g. email voting). An affirmative vote of a majority of **all** the voting members of the [governing body] or any committee thereof shall be required to approve the action. The results of the vote shall be confirmed promptly in writing or by electronic transmission. The writings and/or electronic transmissions shall be filed with the minutes of the proceedings of the [governing body] or any committee thereof. "Electronic transmission" means any form of electronic communication, such as e-mail, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient.

(Helpful Note: When the Governing Body or any of its committees takes any kind of action without a formal meeting such as email voting or mail balloting, a minimum of a majority of all of the body's voting members is required to pass the motion/action. For example, if there are 20 voting members of the body, the vote will pass if at least 11 or more vote affirmatively. All 20 voting members are not required to vote in order for the motion to pass; however all 20 members must be sent the email vote and given the opportunity to cast their vote).

Best Practices for Conducting Meetings/Motions by Email have been prepared by IEEE Corporate as a guideline. The information is available at http://www.ieee.org/web/aboutus/whatis/policies/email_meetings.html

- d) Voting. Individuals holding more than one position on the [governing body] or any committee thereof, shall be limited to one vote on each matter being considered by the [governing body] or committee.
 - e) Proxy voting is not allowed.
3. Nominations and Appointments Committee *(Ref: IEEE Bylaw I-308.1)*
- a. The Chair of the N&A Committee shall be either the past past chair or the immediate past chair of the [governing body] *(to be specified by organizational unit)*. In the event of the incapacity or conflict of interest of the Chair, the most recent Past Chair of the N&A Committee available shall be the Chair of the N&A Committee. With extenuating circumstances, a different individual may be appointed to this position.)
 - b. Chairs shall not be eligible to be elected to the [governing body] during their term of service.
 - c. At least two-thirds of the voting members of the N&A Committee shall be elected or appointed by the [governing body].
 - d. A member of an N&A Committee may be nominated and run for a position for which such member's respective N&A Committee is responsible for making nominations only on the following conditions: (i) the nomination is not made by a member of the same N&A Committee and (ii) the member resigns from the N&A Committee prior to its first meeting of the year in which the nomination shall be made.
4. Petition signature requirements *(Ref: IEEE Bylaw I-308.16 and IEEE Policy 13.8.3)*

For each elective office of the Society, individual voting members eligible to vote in such election may nominate candidates either by a written petition or by majority vote at a nomination meeting of the organizational unit, provided such nominations are made

at least 28 days before the date of election. The number of signatures required on a petition shall be determined in accordance with IEEE Bylaws as follows. For all positions where the electorate is less than 30,000 voting members, signatures shall be required from 2% of the eligible voters. For all positions where the electorate is more than 30,000 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required. *(Helpful Hint: If a position is to be elected by the membership of a Society which has 30,000 voting members, a minimum of 600 signatures shall be required from those voting members. If a position is to be elected by the membership of a Society which has 40,000 voting membership, a minimum of 700 signatures shall be required from those voting members (600 which constitutes the 2% requirement plus 100 which constitutes 1% of 10,000 which is the difference between 30,000 and 40,000).*

Members shall be notified of all duly made nominations prior to the election. Prior to submission of a nomination petition, the petitioner shall have determined that the nominee named in the petition is willing to serve, if elected; evidence of such willingness to serve shall be submitted with the petition.

Signatures can be submitted electronically through the official IEEE society annual election website, or by signing and mailing a paper petition. The name of each member signing the paper petition shall be clearly printed or typed. For identification purposes of signatures on paper petitions, membership numbers or addresses as listed in the official IEEE membership records shall be included. Only signatures submitted electronically through the IEEE society annual elections website or original signatures on paper petitions shall be accepted. Facsimiles, or other copies of the original signature, shall not be accepted. *(Helpful Hint: Only original signatures can be accepted on a paper petition. Electronic signatures can only be submitted via the IEEE society annual elections website. Faxes or other types of electronic signatures are not allowed).*

The number of signatures required on a petition shall depend on the number of eligible society voters, as listed in the official IEEE membership records at the end of the year preceding the election. *(Helpful Hint: Use "The Annual Statistics of the IEEE" year end data to compute the number of signatures required on a petition).*

5. Insert "IEEE" before "Executive Director" when referring to IEEE's chief operating officer in all respective governing documents (to differentiate between IEEE's chief operating officer and other positions within the IEEE that carry the same title).

CONSTITUTION AND BYLAWS "NICE-TO-HAVES"

These Nice-to-Haves are additional suggestions for incorporation into society governing documents. These are being suggested because there has been significant feedback about the benefits of having such policies included in society documents (e.g. Conflict Resolution Process, Removal of an Officer). We have received numerous requests regarding IEEE policy in these areas.

- Removal of a Member of the [Governing Body] or Member of a Standing Committee--
(The following suggested language is modeled after and in accordance with IEEE Bylaw I-111.2 and 7)
 1. Vote to Remove an Appointed Member of the Society [Governing Body] or Committee. A member of a Society [Governing Body] or committee may be removed as a member of that Board or Committee, with or without cause, by affirmative vote of two-thirds of the votes of the members of the appointing body present at the time of the vote, provided a quorum is present, to remove such Board or Committee member.
 2. Vote to Remove an Elected Member of the Society [Governing Body]. An Officer/Elected Member elected by the voting members of IEEE [Organizational Unit] may be removed from office, with or without cause, by a vote of the voting members of the IEEE [Organizational Unit] who elected that person, within thirty days following either:
 - (a) the affirmative vote of two-thirds of the votes of the members of the [Governing Body] present at the time of the vote, provided a quorum is present, on a motion to remove such individual, or
 - (b) the receipt by IEEE of a petition signed by at least 10% of the total number of voting members in the society moving for the removal of such individual, a ballot on such motion shall be submitted to the voting members of the society. If a majority of the ballots cast by the voting members for or against such motion are to remove such individual, the individual shall be removed from such positions.
 - (c) Any further procedures should be specified in this section.
- Conflict Resolution Procedures (Proposed for Societies as a Must Have for their Bylaws and governance)

(Societies should define the specifics of their internal Conflict Resolution Procedures as long as they meet the following requirements: (as proposed by the TAB Ethics Resolution Committee)

1. Makeup of Conflict Resolution Committee can be either ad hoc or fixed (to be determined by each individual society) with additional experts added. These experts should be chosen based upon mediation experience, or subject area experience. Additional individuals can be added for other relevant reasons depending on the circumstances.
2. The committee may be augmented with the agreement of all parties involved.
3. The committee shall consist of more than one (1) person and the makeup should include subject area experience. If available, someone with mediation experience or mediation/conflict resolution training should be included.
4. The time frame for the resolution needs to be specified in the process.
5. All members of the committee chosen should be non-conflicted, i.e. no prior involvement in the situation. If someone on a fixed committee is involved in the conflict, that person should be replaced.
6. Each process should allow escalation to TAB and the IEEE if the issue cannot be adequately resolved at the Society level.
7. All discussions/information shall be handled in a confidential manner.
8. The committee should provide a short report documenting their findings.

(Note: Regarding Escalation: These opportunities exist beyond the Society level process if the resolution cannot be resolved and needs to be escalated.)

- a. TAB Operations Manual: Section 4.B.12 Intersociety Disputes
- b. Processes in PUBS:
 - i. IEEE Policy Section 6.5: Complaints, Editorial Appeals and Grievance Process
 - ii. PSPB Operations Manual: 8.2.2 Allegations of Misconduct
- c. IEEE Ethics and Member Conduct Committee (EMCC) at the IEEE level: IEEE Policy Section 7.11